RECEIVED

RECORDATION NO 266

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November 13, 1978ON BENTERSTATE COMMERCE COMMISSION

#### HAND-DELIVER

Mr. H. G. Homme, Jr., Acting Secretary Interstate Commerce Commission 12th and Constitution Avenue Washington, D. C.

Date. Fee \$/0.

ICC Washington, D. C.

Dear Mr. Homme:

Pursuant to Section 20c of the Interstate Commerce Act and as provided by Volume 49 Code of Federal Regulations Sections 1116.1 through 1116.4 we present the following document for recordation:

An Amendment Agreement, dated as of November 1, 1978, to a Lease of Equipment (the "Prime Lease") between Wells Fargo Leasing Corporation (the "Owner") and United States Lease Financing, Inc. (the "Lessee"), a Lease of Equipment (the "Sublease") between the Lessee and Consolidated Rail Corporation ("Conrail"), a Security Agreement dated as of July 15, 1978 (the "Security Agreement") between the Owner and The Philadelphia National Bank (the "Lender") and an Assignment and Agreement, dated as of July 15, 1978, between Consolidated Rail Corporation and the Owner, as amended by an Amendment Agreement, dated as of September 15, 1978 among Conrail, the Lender, the Owner, the Lessee, and United States Leasing International, Inc.

Owner:

Wells Fargo Leasing Corporation

633 Battery Street

San Francisco, California

Lender:

The Philadelphia National Bank

Broad & Chestnut Streets

Philadelphia, Pennsylvania 19101

Lessee:

United States Leasing Financing, Inc.

633 Battery Street

San Francisco, California

Guarantor:

United States Lease Financing International

633 Battery Street

San Francisco, California 94111

Railroad:

Consolidated Rail Corporation

Six Penn Center Plaza

Philadelphia, Pennsylvania 19104

CONSOLIDATED RAIL CORPORATION
1138 Six Penn Center Plaza, Philadelphia, PA

The following Equipment is covered by this transaction:

(SEE ATTACHED APPENDIX)

Enclosed is our check for \$10 to cover the recordation fee.

The amended Prime Lease, the Sublease and Security Agreement were recorded with the Interstate Commerce Commission at 5:30 P.M., on August 30, 1978, and were assigned recordation numbers No. 9668, No. 9668-A and No. 9668-B, respectively. The Amendment Agreement, dated as of September 15, 1978, was filed with the Interstate Commerce Commission at 12:20 P.M., on September 29, 1978, and was assigned recordation No. 9668-C. The Amendment, dated as of November 1, 1978 has not been previously recorded with the Interstate Commerce Commission. After recording a counterpart of this document, please return the remaining copies, stamped with your recordation number to the individual presenting them for recordation.

Thank you for your assistance.

Sincerely yours,

Stephen C. Braverman

Associate Corporate Counsel

SCB:1d Enclosure

## APPENDIX

## DESCRIPTION OF EQUIPMENT

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERS INCLUSIVE
Pettibone Model 220 RRC-110 ton railroad re-railing cranes with 220,000 lb. capacity at ll ft. radius, with sister hook. Serial Nos. 220-226 RRC and 220-227 RRC. Manufactured by Pettibone Ohio Corp.	NONE	2	NONE	S-3058 and S-3052-X
Holmes Model RC-100, 100 ton rail-highway crane with 7,000 lb. counterweight, auxiliary carrier cab heater and sister hook. Serial No. K-78EA-520	NONE	1	NONE	S-3050-X

# Interstate Commerce Commission Mashington, B.C. 20423

11/13/78

OFFICE OF THE SECRETARY

Stephen C. Braverman
Conrail
Six Penn Center Plaza
Phila.Pa. 19104

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 11/13/78 at 2:30pm, and assigned recordation number(s) 9668-D

Sincerely yours,

H.G. Homme, Jr., Acting Secretary

Enclosure(s)

RECORDATION NO 9668 Filed 1425

### AMENDMENT AGREEMENT NO. 2

NOV 13 1978 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT AGREEMENT ("Amendment") is dated as of November 1, 1978 and is by and among the undersigned parties who are all the parties to the Participation Agreement ("Participation Agreement") dated as of July 15, 1978. Terms and definitions herein have the same meaning as when used in the Participation Agreement.

NOW, THEREFORE, the parties hereto hereby mutually covenant and agree as follows:

- 1. The Railroad hereby transfers, assigns and sets over unto the Owner all right, title and interest of the Railroad in and to the purchase orders attached hereto as Exhibit A, which for all purposes of the Purchase Agreement shall constitute Purchase Contracts and the equipment described therein shall constitute Equipment, including the right to accept delivery of, and take title to the Equipment and the right to be named as purchaser and owner in the invoices and bills of sale for the Equipment to be delivered to the Railroad by Pettibone Ohio Corp. and Ernest Holmes Co., who for all purpose of the Purchase Agreement shall constitute Vendors. The Equipment described in the attached orders shall hereafter be subject to all representations, warranties, terms and conditions and all other agreements contained in the Purchase Agreement as if originally subject to the Purchase Agreement.
- 2. The Participation Agreement, the Lease, the Sublease and the Security Agreement are hereby amended to add the following description in lieu of the three 100 Ton Cranes

(estimated Lessor's Cost of \$294,000 each) as the Items of Equipment covered by and subject to such agreements:

Quantity	Description	<b>Estimated</b>	Lessor's	Cost
2	Pettibone Model 220 RRC-110 railroad re-railing cranes w 220,000 lb. capacity at 11 f radius, with sister hook. Conrail I.D. Nos. S-3058-X a S-3052-X, Serial Nos. 220-22 RRC and 220-227 RRC.	ith `t. ind 26	82,085.00	each
1	Holmes Model RC-100, 100 ton highway crane with 7,000 lb. counterweight, auxiliary car cab heater and sister hook. Conrail I.D. No. S-3050-X, Serial No. K-78EA-520.	rrier	68,739.00	

3. The Security Agreement was filed and recorded with the Interstate Commerce Commission on August 30, 1978 under recordation No. 9668-B; the Lease was filed and recorded with the Interstate Commerce Commission on August 30, 1978, under recordation No. 9668 and the Sublease was filed and recorded with the Interstate Commerce Commission on August 30, 1978, under conveyance No. 9668-A. These agreements were previously amended by an Amendment Agreement dated as of September 15, 1978 filed and recorded with the Interstate Commerce Commission on September 29, 1978 under recordation No. 9668-C. This instrument shall be filed and recorded with the Interstate Commerce Commission immediately after execution hereof and shall constitute an amendment and supplement to the Security Agreement, the Lease, and the Sublease. The Lessee shall immediately prepare, the appropriate parties shall thereafter immediately sign and the Lessee shall thereafter immediately file amendments to, all

'Uniform Commercial Code Financing Statements previously filed in this transaction to add thereto the description of the Equipment contained in Paragraph 2 above.

The term Certificated Item shall mean any Item of Equipment described in Paragraph 2 above for which a certificate of title is required pursuant to the provisions of any applicable motor vehicle code as to which notation of the Lender's security interest or the Owner's ownership interest, or both, upon such certificate of title may be necessary for the full protection of the rights of such parties. The Railroad will cause each Vendor of a Certificated Item to issue a manufacturer's certificate of origin therefor naming the Owner as the owner and purchaser of such Item. The Railroad agrees that upon the Closing Date for such Certificated Item (or any earlier date the Railroad can do so), the Railroad will obtain such manufacturer's certificate of origin therefor from the Vendor thereof and will immediately begin and diligently pursue the process of making application for a certificate of title and registration papers which show the Owner, as owner of such Item, the Lender as the holder of a first lien thereon, and where applicable law permits, the Lessee as a lessee of the Item and within three months of such Closing Date will have obtained and delivered to the Lender, such certificate of title and registration papers. On such Closing Date the Railroad will deliver to the Owner and the Lender a copy of such manufacturer's certificate of origin, such application and all attached or enclosed papers. Failure to obtain and deliver to the Lender such a certificate of title and registration papers for a Certificated Item within the time period allotted, provided the requirement

the Owner and the Lender, shall constitute an Event of Default under the Lease and the Sublease unless on the First Basic Rent Date for such Item, the Railroad purchases such Item from the Owner for a price equal to the Lessor's Cost of such Item or the Fair Market Value thereof, whichever is higher (as such terms are defined in the Sublease) and pays the full installment of Basic Rent under the Sublease on such date together with the purchase price of such Item.

5. Except as amended or supplemented hereby, the Participation Agreement, the Purchase Agreement, the Lease, the Sublease, the Security Agreement and all other documents relating to the transaction evidenced thereby, shall remain in full force and effect; and whenever any future reference shall be made to any of such instruments such reference shall mean such instrument as amended hereby.

IN WITNESS WHEREOF, the parties have caused this

Amendment to be executed on their behalf and in their respective

names as of the day and year first written above.

WELLS FARGO LEASING CORPORATION (Owner)

THE PHILADELPHIA NATIONAL BANK (Lender)

its production

By Challe L

SENIOR VICE PRESIDENT

APPROVED:

By

SAZ

LEGAL DEPT. WELLS FARGO LEASING CORP. UNITED STATES LEASE

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FINANCING, INC. (Lessee)

Its via Proside

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By PHY

CONSOLIDATED RAIL CORPORATION (Railroad)

TernsserT & tuebiserT eotV

UNITED STATES LEASING INTERNATIONAL, INC. (Guarantor)

its

SENIOR VICE PRESIDENT

On this 21 day of November, 1978, before me personally appeared Marvin L. Ferens ferm, to me personally known, who being by me duly sworn, says that he is the Vice Presiden of UNITED STATES LEASE FINANCING, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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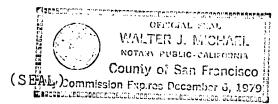
Waltery Public

My Commission expires: December 6, 1979

STATE OF CALIFORNIA )

SS
CITY AND COUNTY OF SAN FRANCISCO )

On this <u>Qul</u> day of <u>Moreuber</u>, 1978, before me personally appeared <u>Myron M. Christy</u>, to me personally known, who being by me duly sworn, says that he is the <u>Senior Vice President</u> of UNITED STATES LEASING INTERNATIONAL, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires: Donne 6, 1979

SS

CITY AND COUNTY OF SAN FRANCISCO

On this 7th day of November, 1978, before me personally appeared Ronald E. Dean, to me personally known, who being by me duly sworn, says that he is the SENIOR VICE PRESIDENT of WELLS FARGO LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Mary Margaret Shypertt Notary Public Pert

My commission expires: 4-4-81

STATE OF CALIFORNIA ) SS CITY AND COUNTY OF SAN FRANCISCO )

On this 7<sup>th</sup> day of November, 1978, before me personally appeared Charles A. Greenberg, to me personally known, who being by me duly sworn, says that he is the SENIOR VICE PRESIDENT of WELLS FARGO LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Mary Margaret Shypertt

My commission expires: 4-4-81

On this 9 day of function, 1978, before me personally appeared form of the personally known, who being by me duly sworn, says that he is the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

RUTH E. ADAMS

Notary Public, Philadelphia, Philadelphia Co.

My Commission Expires February 18, 1980

My commission expires: 251.18.1980

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

SS

On this 13th day of November 1978, before me personally appeared 17. for to me personally known, who being by me duly sworn, says that he is the Vice fraction of CONSOLIDATED RAIL CORPORATION that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

ALFONSO J. DIGREGORIO

Notary Public, Philadelphia, Philadelphia Co. My Commission Expires August 7, 1980

(SEAL)

My commission expires:

	VENDOR	ORDER NO.	S/N	ID NO.	COST	LOCATION
Т13606	Pettibone Ohio Corp. Subsidiary of I Corp	Pettibone 9573418	220-226 RRC	S-3058-X	\$282,085.	Scranton, Pa.
T13588	n n	9573413	220-227 RRC	S-3052-X	282,085.	Buffalo, NY
T13588	Ernest Holmes (	Co. 9573411	K-78EA-520	S-3050-X	268,739.	Chicago, IL

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auxiliary courses heater and sinter fook. Per your proposal dated 7-6-78 in reply to our inquiry 7-13588  C Terms: 2% 10, Ret 30.  Delivery: On or before 12-13-78. (Not 7).    Note	" 1 <u>1</u>	22.	533.035	37	Holmes H	odal.	RC-160,	100(	conur	uil-)	nighung		
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shipment is to be made without authorization of Mr. C.J. Brittain, Ansi.  Director of Conrail's automotive fleet.  Phone No. (215) 893-6648  Unit is to be painted AREA Yellow  Identification No. S-3050-X is to be applied in 0" black symbols in a conspicous location where it can be readily seen.  The above unit is to be equipped with a CE-1161 Transmission Heater  Confirmed order to John Untehings 9/28/78  Confirmed order to John Untehings 9/28/78  HOLMES  MARKET DESCRIPTION OF CHARLES OF CH	7	1/4			to be no	tific	ed two (2	) wee	dis in	ก อดิง	ence		,. <u></u> .
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